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*GoodRx Holdings, Inc.*

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7

8 **UNITED STATES DISTRICT COURT**  
9 **NORTHERN DISTRICT OF CALIFORNIA**  
10 **SAN FRANCISCO DIVISION**

11 JANE DOE, et al.,

12 Plaintiffs,

13 v.

14 GOODRX HOLDINGS, INC., et al.,

15 Defendants.  
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Consolidated Case No. 23-CV-00501-AMO

**JOINT CASE MANAGEMENT  
STATEMENT & [PROPOSED]  
ORDER**

Complaint Filed: May 26, 2023

1 The parties in the above-captioned case, by and through their respective counsel of record, hereby  
2 submit the following Joint Case Management Statement pursuant to Civil Local Rule 16-9 and the  
3 Standing Order for All Judges of the Northern District of California.

4 **1. JURISDICTION AND SERVICE**

5 The parties agree that no issues exist regarding personal jurisdiction or venue. Plaintiffs assert that  
6 this Court has jurisdiction over the subject matter of this action pursuant to 28 U.S.C. § 1331 and 28 U.S.C.  
7 § 1332(d). Plaintiffs allege that the Court has supplemental jurisdiction over the state law claims pursuant  
8 to 28 U.S.C. §1367. The Defendants reserve their objections to subject-matter jurisdiction.

9 **2. FACTS**

10 The parties refer to the statements of facts set forth in their Joint Initial Case Management  
11 Statement, filed on April 27, 2023. *See* Dkt. 80.

12 **3. LEGAL ISSUES**

13 The parties refer to the statements regarding legal issues set forth in their Joint Initial Case  
14 Management Statement, filed on April 27, 2023. *See* Dkt. 80.

15 **4. MOTIONS**

16 ***Prior Motions:***

17 The parties refer to the statements regarding prior motions set forth in their Joint Initial Case  
18 Management Statement, filed on April 27, 2023. *See* Dkt. 80.

19 On March 14, 2023, Plaintiffs in the *Jane Doe* Action moved to consolidate the *Jane Doe* Action  
20 with the *John Doe* and *Marquez* Actions, with a hearing on the motion originally set for April 20, 2023.  
21 *Jane Doe* Action, Dkt. 60. Defendants did not oppose this motion. On April 21, 2023, Plaintiffs filed a  
22 second motion to consolidate, seeking to consolidate the *Jane Doe* Action, the *John Doe* Action, the  
23 *Marquez* Action, the *Wilson* Action, and the *E.C.* Action. *See* Dkt. 77. Defendants did not oppose this  
24 motion. This motion was granted on the record during the Initial Case Management Conference held on  
25 April 28, 2023, *see* Dkt. 81, and formally ordered May 3, 2023, *see* Dkt. 85.

1           ***Pending Motions:***

2           On May 3, 2023, Plaintiffs filed a motion to appoint lead counsel. Dkt. 86. Defendants did not  
3 oppose that motion. That motion was originally scheduled to be heard on May 18, 2023, but that hearing  
4 date was vacated. Plaintiffs have re-noticed that motion for hearing on June 8, 2023 at 2:00 p.m. PST and  
5 have filed an administrative motion requesting that the hearing be conducted remotely via Zoom.

6           ***Anticipated Motions:***

7           Pursuant to Judge Chhabria's rulings during the Initial Case Management Conference, held by  
8 videoconference on April 28, 2023, the briefing schedule has been set for anticipated motions to compel  
9 arbitration and/or motions to stay litigation, as well as motions to dismiss, as follows:

- 10           • Deadline for GoodRx to file motion to compel arbitration: **6/9/23**<sup>1</sup>
- 11           • Deadline for Meta, Google, and Criteo to file motion to compel arbitration and/or motion to  
12 stay (if any): **6/16/23**
- 13           • Deadline for each Defendant to file motions to dismiss: **7/7/23**
- 14           • Deadline for Plaintiffs to file one opposition brief (30 page limit) to motion(s) to compel  
arbitration and/or stay: **8/4/23**
- 15           • Deadline for Plaintiffs to file one opposition brief (30 page limit) to all motion(s) to dismiss:  
16 **8/10/23**
- 17           • Deadline for replies: **8/24/23**

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19           <sup>1</sup> GoodRx notes that at the Initial Case Management Conference, when the Court was setting the  
20 deadline for the motion to compel arbitration, counsel for GoodRx flagged that "if there's some new  
21 Plaintiff we don't know about that [Plaintiffs] add, that may take time to diligence as to who that is  
22 and whether we have a motion to compel arbitration. So I'm okay leaving in June 9<sup>th</sup>. But if the  
23 Plaintiff subset grows, that might be an issue and we might need more time than that." See Exhibit 1,  
24 Excerpted Transcript of Apr. 28, 2023 Initial Case Management Conference at 15:24-16:8. The Court  
25 proceeded to ask Plaintiffs' counsel: "Any sense now as to whether the subset will grow?" *Id.* at  
26 16:9-10. Plaintiffs' counsel responded: "Not expected to be an issue." *Id.* at 16:11. Contrary to this  
27 representation, the Consolidated Class Action Complaint filed on May 26, 2023 included a new  
28 Plaintiff, who filed her claims under a pseudonym, "Jane Doe II." Dkt. 102. The next day, Counsel  
for GoodRx promptly requested that basic contact information for Jane Doe II be provided so that  
GoodRx could investigate whether this individual agreed to arbitrate her claims. Counsel for GoodRx  
again requested this information on May 30, 2023. On May 31, 2023, counsel for Jane Doe II provided  
the requested information, which GoodRx is now assessing. As a result of this newly added plaintiff  
and recently provided information, GoodRx expressly reserves the right to seek an extension of the  
June 9, 2023 deadline for its motion to compel arbitration, and Criteo, Meta, and Google similarly  
reserve their rights to seek an extension of the June 16, 2023 deadline for any motions to compel  
arbitration or stay litigation pending arbitration to the extent GoodRx requires additional time for its  
motion to compel arbitration.

1 Dkt. 81.

2 Although Judge Chhabria had originally blocked off his calendar for a hearing on the  
3 aforementioned motions for September 7, 2023, the parties understand that that hearing date has now been  
4 vacated. The parties jointly propose September 14 for a hearing on these motions if the Court has  
5 availability then.

6 ***Additional Anticipated Motions:***

7 Plaintiffs will file a motion for class certification. The parties may move for summary judgment  
8 and make various discovery and pretrial motions, as necessary.

9 **5. AMENDMENT OF PLEADINGS**

10 Pursuant to Judge Chhabria's rulings during the Initial Case Management Conference, Plaintiffs  
11 filed a Consolidated Class Action Complaint on May 26, 2023. Dkt. 102.

12 Plaintiffs may seek leave to amend the complaint further at a later date. Defendants reserve all  
13 rights regarding any further motion by Plaintiffs to amend the complaint.

14 **6. EVIDENCE PRESERVATION**

15 The parties have reviewed the Guidelines Relating to the Discovery of Electronically Stored  
16 Information. The parties have not completed the meet and confer process pursuant to Fed. R. Civ. P.  
17 26(f). The parties intend to engage in further meet and confer discussions in the coming weeks regarding  
18 their respective reasonable and proportionate steps taken to identify and preserve potentially relevant  
19 information.

20 **7. DISCLOSURES**

21 In light of the recent motions to relate and motion for consolidation, the parties have not yet served  
22 initial disclosures. Pursuant to the Initial Case Management Conference and stay of discovery discussed  
23 below, the parties plan to serve initial disclosures within 30 days after a decision on the forthcoming  
24 motions to compel arbitration and motions to dismiss.

25 **8. DISCOVERY**

26 No discovery has been conducted to date. During the Initial Case Management Conference, Judge  
27 Chhabria instructed that, aside from potential limited jurisdictional discovery necessary to respond to any  
28

1 motion to compel arbitration, no discovery may take place before the hearing on the forthcoming motions  
2 to compel arbitration, to stay, and to dismiss. Judge Chhabria further ordered that if after a hearing on the  
3 anticipated motions to dismiss and motions to compel arbitration any part of this case remains before the  
4 Court and is not stayed or dismissed, GoodRx will be in a position to produce the document productions  
5 made to the FTC as part of the FTC’s investigation in FTC Matter No. 2023090. GoodRx reserves the  
6 right to withhold or redact material from that production for privilege, and agrees only to produce such  
7 material pursuant to an agreed-upon protective order entered by this Court prior to such production.

8 ***Protective Order:***

9 The parties agree to endeavor to submit in writing a protective order to maintain the confidentiality  
10 of documents and other information produced during discovery within 60 days from the filing of the  
11 Consolidated Class Action Complaint, taking into account the number of parties involved in this matter.

12 ***Electronic Discovery:***

13 The parties agree to endeavor to submit a joint protocol for the handling, maintenance, and  
14 production of electronically stored information (“ESI”), including any confidentiality designations within  
15 60 days from the filing of the Consolidated Class Action Complaint, taking into account the number of  
16 parties involved in this matter.

17 ***Limitations or Modifications:***

18 The parties consent and agree, pursuant to Federal Rule of Civil Procedure 5(b)(2)(E), that service  
19 may be made by electronic mail, with copies sent to all attorneys of record for the party served.

20 The parties agree that it is premature to propose any potential expansion of the discovery limits set  
21 forth in the Federal Rules of Civil Procedure.

22 **9. CLASS ACTIONS**

23 The parties refer to the statements regarding class actions set forth in their Joint Initial Case  
24 Management Statement, filed on April 27, 2023. *See* Dkt. 80.

1       **10. RELATED CASES**

2           The parties refer to the statements regarding related cases set forth in their Joint Initial Case  
3 Management Statement, filed on April 27, 2023. *See* Dkt. 80.<sup>2</sup>

4       **11. RELIEF**

5           The parties refer to the statements regarding relief set forth in their Joint Initial Case Management  
6 Statement, filed on April 27, 2023. *See* Dkt. 80.

7       **12. SETTLEMENT AND ADR**

8           Per ADR L.R. 3-5, the parties and their counsel have read the handbook entitled “Dispute  
9 Resolution Procedures in the Northern District of California,” available at [www.adr.cand.uscourts.gov](http://www.adr.cand.uscourts.gov).  
10 On April 28, 2023, the Court referred this case to court-sponsored mediation. *See* Dkt. 81. On May 9,  
11 2023, the Hon. Ellen S. James (Ret.) was appointed as mediator. Dkt. 91. On May 22, 2023, the parties  
12 participated in a mediation pre-call. During the call, the parties and the mediator agreed that mediation at  
13 this juncture would be premature, and that the parties and mediator would benefit from waiting to schedule  
14 the mediation until after the anticipated motions to compel arbitration, motions to stay, and/or motions to  
15 dismiss are fully briefed and heard. The parties have tentatively scheduled another check-in call with the  
16 mediator for September 21, 2023. Accordingly, the parties will request that the Court extend the deadline  
17 to conduct a mediation pursuant to ADR L.R. 6-5.

18       **13. OTHER REFERENCES**

19           As noted above, Defendant GoodRx anticipates filing a motion to compel arbitration. Defendants  
20 Criteo, Google, and Meta reserve their rights to similarly file motions to compel arbitration or to stay  
21 litigation pending the motions to arbitrate and any subsequent arbitrations. The parties otherwise agree  
22 that this case is not suitable for reference to a special master or referral to the Judicial Panel on Multidistrict  
23 Litigation at this time. The parties reserve their rights on the suitability of these mechanisms if facts or  
24 circumstances change.

25       **14. NARROWING OF ISSUES**

26           The parties are not presently aware of any issues that can be narrowed by agreement.

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27       <sup>2</sup> There are several other actions currently pending in this district against Meta regarding the use of the  
28 Meta Pixel and SDK.

1 Defendants believe that the anticipated motions to compel arbitration and motions to dismiss—if  
2 they are not dispositive of the cases in whole—are likely to narrow or eliminate issues for discovery and  
3 for trial. Plaintiffs disagree, for the reasons previously described in the parties’ prior Joint Initial Case  
4 Management Statement. Dkt. 80.

#### 5 **15. EXPEDITED TRIAL PROCEDURE**

6 The parties agree that this case is not appropriate for the Expedited Trial Procedure of General  
7 Order No. 64 Attachment A.

#### 8 **16. SCHEDULING**

9 The parties agree that pursuant to the discussion during the Initial Case Management Conference,  
10 the parties will meet and confer regarding a case schedule following a decision on the forthcoming motions  
11 to compel arbitration, motions to stay, and motions to dismiss. The parties will be prepared to present a  
12 joint proposed schedule or competing proposed schedules within 30 days of resolution of those motions.

#### 13 **17. TRIAL**

14 Plaintiffs have requested a trial by jury. The parties believe it is too early to estimate the length of  
15 trial until certain motions are resolved.

#### 16 **18. DISCLOSURE OF NON-PARTY INTERESTED ENTITIES OR PERSONS**

17 The parties refer to the statements regarding disclosure of non-party interested entities or persons  
18 set forth in their Joint Initial Case Management Statement, filed on April 27, 2023. *See* Dkt. 80.

#### 19 **19. PROFESSIONAL CONDUCT**

20 All attorneys of record for the parties have reviewed the Guidelines for Professional Conduct for  
21 the Northern District of California and agree to comply with these Guidelines in addition to those set out  
22 in the Federal Rules.

#### 23 **20. OTHER**

24 At this time, the parties do not request the attention of the Court with respect to matters other than  
25 those outlined above.

1 DATED: May 31, 2023

Respectfully submitted,

2 /s/ Robert C. Schubert

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17 DATED: May 31, 2023

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DATED: May 31, 2023

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DATED: May 31, 2023

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5 DATED: May 31, 2023

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22 *Attorneys for Defendant GOOGLE LLC*

1 I, Michael J. Shipley, am the ECF user whose ID and password are being used to file this  
2 Stipulation and [Proposed] Scheduling Order. In compliance with Civil Local Rule 5-1(h)(3), I hereby  
3 attest that the attorneys listed above have concurred in this filing.

4 DATED: May 31, 2023

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/s/ Michael J. Shipley

**[PROPOSED] ORDER**

PURSUANT TO STIPULATION, IT IS SO ORDERED.

Dated: \_\_\_\_\_

\_\_\_\_\_  
UNITED STATES DISTRICT COURT JUDGE

# EXHIBIT 1



JANE DOE, individually and on  
behalf of all others similarly  
situated,

V.

Defendants.

Plaintiff,

V.

Defendants.

Plaintiff,

V.

Defendants.

Case No. 23-cv-00501-VC  
San Francisco, California  
Friday, April 28, 2023  
ZOOM WEBINAR PROCEEDINGS

Case No. 23-cv-00744-VC

Case No. 23-cv-00940-VC

1 HOLLIS WILSON, individually and ) Case No. 23-cv-01293-VC  
 2 behalf of all others similarly )  
 3 situated, )  
 4 )  
 5 Plaintiff, )  
 6 )  
 7 v. )  
 8 )  
 9 GOODRX HOLDINGS, INC., CRITEO )  
 10 CORP., META PLATFORMS, INC., )  
 11 AND GOOGLE LLC, )  
 12 )  
 13 Defendants. )  
 14 )  
 15 )

16 )  
 17 E.C., individually and on ) Case No. 23-cv-01508-VC  
 18 behalf of all others similarly )  
 19 situated, )  
 20 )  
 21 Plaintiff, )  
 22 )  
 23 v. )  
 24 )  
 25 GOODRX HOLDINGS, INC., CRITEO )  
 CORP., META PLATFORMS, INC., )  
 AND GOOGLE LLC, )  
 Defendants. )  
 )

TRANSCRIPT OF INITIAL CASE MANAGEMENT CONFERENCE  
 BEFORE THE HONORABLE VINCE CHHABRIA  
 UNITED STATES DISTRICT COURT JUDGE

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1 THE COURT: Okay.

2 MR. LEVIS: That should move things along quickly. And  
3 then from that point, we can file a consolidated complaint  
4 relatively quickly after that. I think we proposed 30 days  
5 initially but, if the Court wants it faster --

6 THE COURT: Okay. So motion -- motion to appoint  
7 interim class counsel, why don't we say that that is due on May  
8 3rd, Wednesday, May 3rd. Is that reasonable?

9 MR. LEVIS: Sure. That's fine.

10 THE COURT: Okay. So that's May 3rd. Hearing on the  
11 motion to appoint interim class counsel -- I think there should be  
12 a hearing, even if all of the Plaintiffs' lawyers are in agreement  
13 and even if the Defense counsel is in agreement, just in case  
14 somebody else out there with some interest in the matter wants to  
15 -- you know, wants to weigh in. So why don't we schedule a  
16 hearing. We'll say any opposition to the motion to appoint  
17 interim class counsel will be due on May 9th. And a hearing on  
18 the motion to appoint interim class counsel will be May 18th.

19 If I don't receive an opposition, that may -- you know,  
20 I'll probably vacate the hearing and just grant it. But I do want  
21 to say that I will be scrutinizing the proposed structure to make  
22 sure it's not too bloated; right?

23 MR. LEVIS: Sure.

24 THE COURT: I think that is a concern in these cases  
25 that, you know, Plaintiffs' counsel, you know, proposes a bloated,

1 you know, leadership structure that results in overbilling and I  
2 think the Defendants have an interest in, you know, that not  
3 happening. I think it, you know -- the Court and the public have  
4 an interest in that not happening. So I will be scrutinizing the  
5 proposed structure to make sure it's not too bloated.

6 MR. LEVIS: Okay.

7 THE COURT: All right. So that's the -- so May 18th  
8 will be the hearing on appointment of interim class counsel.  
9 Deadline to file a consolidated amended complaint, how about May  
10 26th?

11 MR. LEVIS: Okay.

12 THE COURT: Okay? Deadline to file motions to compel  
13 arbitration, how about June 9th?

14 MR. ROTH: That should work.

15 THE COURT: All right. That's for GoodRx. Deadline for  
16 the other Defendants to file motions to compel arbitration, June  
17 16th.

18 MR. HUR: Your Honor, that's fine. We know you  
19 suggested that motions to stay were not likely to be granted, but  
20 we would request at least the option to file one on that date.

21 THE COURT: All right. That will be part of your motion  
22 to compel arbitration. So part of the same 15-page limit.

23 MR. HUR: Will do, Your Honor.

24 MR. ROTH: Your Honor, just at the risk of, you know --  
25 I certainly don't want to break the Court's rhythm, but June 9th,

1 assuming the Plaintiff population in the consolidated amended  
2 complaint is the same as today, or some subset number would  
3 probably work for us. The only thing I would ask is if there's  
4 some new Plaintiff we don't know about that they add, that may  
5 take time to diligence as to who that is and whether we have a  
6 motion to compel arbitration. So I'm okay leaving in June 9th  
7 But if the Plaintiff subset grows, that might be an issue and we  
8 might need more time than that.

9 THE COURT: Any sense now as to whether the subset will  
10 grow?

11 MR. LEVIS: Not expected to be an issue.

12 THE COURT: Okay. So June 16th is the deadline for the  
13 other Defendants to file a motion to compel arbitration and stay  
14 pending arbitration.

15 Deadline to file motions to dismiss for all Defendants  
16 will be July 7th.

17 Should I require -- shoot, I forgot to plug my iPad in  
18 during the break. Should I require that the -- that it be  
19 consolidated motions to dismiss? How much overlap will it be?

20 MS. RODEWALD: For Defendant Criteo, I would say that we  
21 believe the issues as to Defendant Criteo are different from the  
22 issues as to the other Defendants, and we would request the  
23 opportunity to file our own brief.

24 MR. ROTH: I would add also, you know, GoodRx, Your  
25 Honor, as you'd imagine is a little differently situated than the

1 other three Defendants since it's our kind of website and app and  
2 not our technology. So we at least would probably file our own  
3 motion as well.

4 THE COURT: What about a consolidated motion to dismiss  
5 from Google and Meta and the -- who's the other Defendant?

6 MS. RODEWALD: Defendant Criteo, which really requests  
7 its own motion, Your Honor, because the issues and pleadings are  
8 different as to us. The actual factual allegations are different.

9 THE COURT: I'm guessing Google and Meta really don't  
10 want to file a consolidated motion to dismiss.

11 MS. McCLOSKEY: We would prefer to file it on our own,  
12 Your Honor.

13 THE COURT: All right. That -- I'm not going to grant  
14 any extensions on the page limits for anybody's motion to dismiss.  
15 I'll just tell you that in advance.

16 So the -- so the deadline to file those motions to  
17 dismiss will be July 7th. I realize we have not -- we're not  
18 setting opposition dates yet. I thought we would do that after we  
19 set all these other dates.

20 And then we can do the hearing sometime in August, maybe  
21 like late August or something. Does that seem about right? Maybe  
22 August 24th? Like I said, I could -- I would clear -- Angie, this  
23 is a note for you to pass along to Bhavna, but I would -- whatever  
24 date we set, that date will be blocked for -- no other civil  
25 motions will be heard on that day.



1 THE CLERK: Your Honor, there's one housekeeping issue.  
2 There's another initial case management conference set for May  
3 26th.

4 THE COURT: I assume that's not necessary? We'll vacate  
5 that. All right. We'll vacate that. But if you need a status  
6 conference at any time, just let us know and I'd be happy to talk  
7 to all two, four, six, eight, ten, twelve of you.

8 All right. Thanks very much.

9 MR. LEVIS: Thank you, Your Honor.

10 MR. HUR: Thank you, Your Honor.

11 [ALL]: Thank you.

12 (Proceedings adjourned at 12:03 p.m.)  
13

14 I, Peggy Schuerger, certify that the foregoing is a  
15 correct transcript from the official electronic sound recording  
16 provided to me of the proceedings in the above-entitled matter.  
17

18 Peggy Schuerger  
19 Signature of Approved Transcriber

May 3, 2023  
Date

20 Peggy Schuerger  
21 **Ad Hoc Reporting**  
22 Approved Transcription Provider  
for the U.S. District Court,  
Northern District of California  
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